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ELIAS C. ALVORD (1942)
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RECORDATION NO. 20455-F FILED

JUL 31 '00 12:15 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

July 31, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Partial Assignment and Assumption Agreement, dated as of July 31, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement (Schedule No. 2), which was previously filed with the Board under Recordation Numbers 20455.

The names and addresses of the parties to the enclosed document are:

Assignor: Greenbrier Leasing Corporation, Inc.
One Centerpointe Drive
Lake Oswego, Oregon 97035

Assignee: Bombardier Capital Rail Inc.
6900 Wedgwood Road
Maple Grove, MN 55311

A description of the railroad equipment covered by the enclosed documents is:

3 boxcars CRLE 19365, 19453 and 19466

Vernon A. Williams
July 31, 2000
Page Two

A short summary to appear in the index:

Second Closing of Assignment from Greenbrier Leasing Corporation, Assignor,
to Bombardier Capital Rail Inc., covering 3 boxcars CRLE 19365, 19453 and
19466.

Also enclosed is a check in the amount of \$26.00 payable to the order of the
Surface Transportation Board covering the required recordation fee and cross-indexing
fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RECORDATION NO. 20455-F FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF PARTIAL ASSIGNMENT

AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION

AND

BOMBARDIER CAPITAL RAIL INC.

JULY 31, 2000

Memorandum of Partial Assignment and Assumption Agreement made and entered into as of July 31, 2000, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Assignor") and Bombardier Capital Rail Inc., a Minnesota corporation ("Assignee").

W I T N E S S E T H:

1. Assignor, as Lessor, leased to Cascade Warehouse Company, Inc. ("Lessee") fifty (50) 60-foot, Plate F boxcars with double eight-foot plug doors, 15-inch EOCC and nailable steel floors, marked and numbered CRLE 19300 through CRLE 19491, not inclusive, pursuant to that certain Lease Agreement dated December 5, 1996, and Schedule No. 2 thereto dated as of March 1, 2000 (collectively, the "Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor all of Assignor's right, title and interest in certain of the leased railcars, more completely described in Exhibit A hereto (the "Cars"), as well as Assignor's right, title and interest under the Lease to the extent it relates to the Cars.
3. This Memorandum of Partial Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norris M. Webb

Title: Executive Vice President

BOMBARDIER CAPITAL RAIL INC.

By: Bradley C. Gunstad

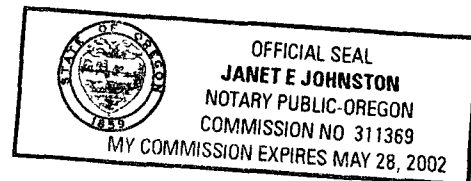
Title: Vice President & General Counsel

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 20th day of July, 2000, before me personally appeared
Norriss M. Webb, to me personally known, who being by me duly sworn, says that
he is the Executive Vice President of Greenbrier Leasing Corporation that the
foregoing instrument was signed on behalf of said corporation, and he
acknowledged that the execution of the said instrument was his free act and deed.

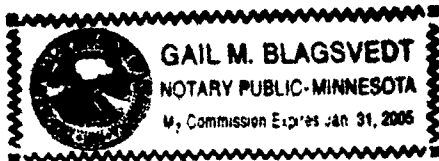
Janet E. Johnston
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF MINNESOTA)
) ss.
COUNTY OF Hennepin)

On this 28 day of July, 2000, before me personally appeared
Bradley C. Gustaf, to me personally known, who being by
me duly sworn, says that he is the V.P. - General Counsel of
Bombardier Capital Rail Inc., that the foregoing instrument was signed on behalf
of said corporation, and he acknowledged that the execution of the said instrument
was his free act and deed.



Gail M. Blagsvedt
NOTARY PUBLIC

My commission expires: 1-31-2005

EXHIBIT A
First Assets

Forty-seven (47) 60-foot, Plate F boxcars with double eight-foot plug doors,
15-inch EOCC and nailable steel floors.

Car Marks and Numbers

Marks	Numbers	Marks	Numbers
CRLE	19300	CRLE	19441
CRLE	19304	CRLE	19443
CRLE	19305	CRLE	19450
CRLE	19309	CRLE	19452
CRLE	19314	CRLE	19454
CRLE	19316	CRLE	19455
CRLE	19325	CRLE	19459
CRLE	19328	CRLE	19462
CRLE	19338	CRLE	19463
CRLE	19341	CRLE	19469
CRLE	19348	CRLE	19470
CRLE	19349	CRLE	19471
CRLE	19351	CRLE	19472
CRLE	19355	CRLE	19474
CRLE	19361	CRLE	19478
CRLE	19362	CRLE	19480
CRLE	19372	CRLE	19481
CRLE	19379	CRLE	19482
CRLE	19380	CRLE	19483
CRLE	19387	CRLE	19484
CRLE	19389	CRLE	19486
CRLE	19430	CRLE	19487
CRLE	19431	CRLE	19491
CRLE	19438	Total Cars:	47

EXHIBIT A
Second Assets

Three (3) 60-foot, Plate F boxcars with double eight-foot plug doors, 15-inch EOCC and nailable steel floors.

Car Marks and Numbers

Marks	Numbers
CRLE	19365
CRLE	19453
CRLE	19466
Total Cars	3